

P99000063972

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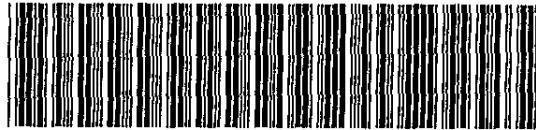
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2006 MAY -5 PM 12:07

TALLAHASSEE, FLORIDA

Amend & Rest.
C. Coullate MAY 11 2006

General Counsel Advisors, P.A.

May 2, 2006

Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Amended and Restated Articles of Incorporation of MINDCOMET CORPORATION

To Whom It May Concern:

Enclosed please find the Amended and Restated Articles of Incorporation of MINDCOMET CORPORATION and a check in the amount of Forty-three Dollars and Seventy-five Cents (\$43.75) for the Filing Fee and a Certificate of Status.

Please contact me if you have any questions or concerns. Thank you for your assistance in this matter.

Sincerely,

A handwritten signature in black ink, appearing to read 'Kenneth S. Gluckman', with a long, sweeping horizontal line extending to the right.

Kenneth S. Gluckman, Esquire

Enclosures

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: MINDCOMET CORPORATION

DOCUMENT NUMBER: P99000063972

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Catherine Horas

(Name of Contact Person)

General Counsel Advisors, P.A.

(Firm/ Company)

390 North Orange Avenue, Suite 2300

(Address)

Orlando, FL 32801

(City/ State and Zip Code)

For further information concerning this matter, please call:

Catherine Horas

(Name of Contact Person)

at (407) 956-1001

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$35 Filing Fee

☒ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MINDCOMET CORPORATION**

Pursuant to Sections 607.1001, 607.1005, 607.1006 and 607.1007 of the Florida Business Corporation Act (the "FBCA"), MINDCOMET CORPORATION (the "Corporation") adopts these Amended and Restated Articles of Incorporation:

FIRST: The Corporation's Articles of Incorporation are amended and restated in their entirety to read as follows:

**ARTICLE I
Name**

The name of the Corporation is: MINDCOMET CORPORATION.

**ARTICLE II
Duration**

The Corporation shall have a perpetual existence.

**ARTICLE III
Purpose**

The Corporation may, and is authorized to, engage in any activity or business now or hereafter permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV
Capital Stock**

4.1. The maximum number of shares of stock which this Corporation is authorized to issue is Ten Million (10,000,000) shares of common stock having no par value.

4.2. All of the common stock will have the same relative powers, preferences and rights.

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TALLAHASSEE, FLORIDA

ARTICLE V
Directors

The number of directors of the Corporation shall be such as from time to time shall be fixed in the manner provided in the by-laws of the Corporation (the "**By-laws**"). The election of directors of the Corporation need not be by ballot unless the By-laws so require.

ARTICLE VI
Registered Office and Agent; Principal Office and Mailing Address

The registered office of this corporation is 2701 Maitland Center Parkway, Suite 125, Maitland, Florida 32751, and the Registered Agent at such address is Edward Murphy. The address of the Principle Office of the Corporation and its mailing address is also 2701 Maitland Center Parkway, Suite 125, Maitland, Florida 32751. The location of the Principal Office and its mailing address shall be subject to change as may be provided in the Bylaws.

ARTICLE VII
Special Meetings of Shareholders

Special meetings of the shareholders of the Corporation may be called at any time, but only by (a) the Chief Executive Officer or Chairman of the Board of the Corporation, (b) a majority of the directors in office, although less than a quorum, and (c) the Secretary of the Corporation, upon the demand of the holders of record of Corporation stock representing at least fifty percent (50%) of the total number of votes entitled to be cast on each issue proposed to be considered at the meeting.

ARTICLE VIII
Indemnification

The Corporation shall, to the full extent permitted by Section 607.0850 of the Florida Business Corporation Act, as amended from time to time, indemnify all persons whom it may indemnify pursuant thereto. The indemnification provided by this Article shall not limit or exclude any rights, indemnities or limitations of liability to which any person may be entitled, whether as a matter of law, under the By-laws of the Corporation, by agreement, vote of the stockholders or disinterested directors of the Corporation or otherwise.

ARTICLE IX
Amendments

The affirmative vote of a majority of the total number of votes of the then outstanding shares of the capital stock of the Corporation entitled to vote generally in the election of directors shall be required. Notice of any proposed amendment or repeal shall be contained in the notice of the meeting at which it is to be considered. Subject to the provisions set forth herein, the Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law.

SECOND: The foregoing amendment and restatement of the Corporation's Articles of Incorporation supersedes the Corporation's Articles of Incorporation and was adopted and approved by appropriate vote of the shareholders of the Corporation, *on May 1, 2006.*

THIRD: The foregoing amendment and restatement of the Corporation's Articles of Incorporation will become effective upon the filing of these Amended and Restated Articles of Incorporation with the Florida Department of State.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been signed on behalf of the Corporation as of the 1st day of May, 2006.

MINDCOMET CORPORATION

BY: 

EDWARD H. MURPHY
President